

United States District Court  
Southern District of New York

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Alpha Capital Aktiengesellschaft,

Plaintiff,

-against-

Fellows Energy, Ltd.,

Defendant.  
-----X

*M. MAHON, S.*  
**USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #:  
DATE FILED: 5/2/07**

Order To Show Cause

**07 CV 3493**

**Judge McMahon**

Upon the annexed Affirmation of Konrad Ackermann declared under penalties of perjury under the laws of the United States of America on April 30, 2007, upon the Summons and Complaint and upon all prior pleadings and proceedings heretofore had herein;

✓ Let Defendant Fellows Energy, Ltd, ("Fellows") show cause before Hon. *Colleen*

✓ *McMahon* in Courtroom <sup>218</sup> at the Courthouse located at 500 Pearl Street, New York, New

✓ York 10007 on the <sup>18th</sup> day of May, 2007 at 9:30 A.M. or as soon thereafter as counsel can be heard

why an order pursuant to Fed. R. Civ. P. Rule 65 and 28 U.S.C. §2201 should not be entered,

pending final determination of this action directing Fellows:

i) to issue forthwith to Alpha Capital 6,174,763 shares of Fellows common stock; and

ii) to deliver forthwith all future shares required to be delivered pursuant to the "ratchet down" provisions of the subscription agreement between Alpha Capital and Fellows.

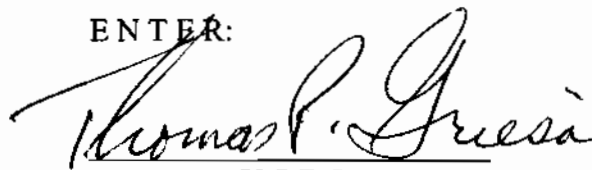
Sufficient cause appearing therefor, it is

Ordered that answering papers, if any, must be served on Kenneth A. Zitter, Esq., 260 Madison Avenue, 18th Floor, New York, New York 10016 at least three days prior to the return date hereof; and it is further,

Ordered that service of the Order to Show Cause, together with the papers upon which it is based, by overnight federal express upon Fellows Energy, Ltd., 370 Interlocken Boulevard, Suite 400, Broomfield, Colorado, 80021, Att: George S. Young, such mailing to take place on or before the 3<sup>d</sup> day of May, 2007, be deemed good and sufficient service.

Dated: New York, New York  
May 2, 2007

ENTER:

  
U.S.D.J.

Pt. I